

## REPORT

### of the Supervisory Board

#### of ALTEO Energiaszolgáltató Nyilvánosan Működő Részvénytársaság

on

the proposed resolutions of the ordinary General Meeting of the Company to be held on April 19, 2024

#### Dear Members of the General Meeting,

The Supervisory Board has been in operation at **ALTEO Energiaszolgáltató Nyilvánosan Működő Részvénytársaság** (registered office: H-1033 Budapest, Kórház utca 6-12.; company registration number: 01-10-045985; hereinafter: “**Company**”) since September 6, 2010.

Members of the Supervisory Board from April 3, 2023:

- **Dr. Ákos Székely**, Chair
- **Péter Kaderják**
- **Márton Oláh**
- **Attila Gyula Sütő**.

The Supervisory Board performed its activity in 2023 in accordance with the provisions of Act V of 2013 on the Civil Code of Hungary (hereinafter: “**Civil Code**”), the Articles of Association of the Company and the Rules of Procedure of the Supervisory Board. The Supervisory Board in office until April 3, 2023, held two meetings in 2023, and passed two resolutions without holding a meeting. The Supervisory Board elected on April 3, 2023 held four meetings in 2023, and did not pass any resolutions by written procedure. Its permanent agenda items included information on the management, financial situation and business policy of the Company in accordance with Section 3:284(1) of the Civil Code, and during its meetings, it discussed the details of the Company’s business situation, the strategic development of the business lines, the activities and goals of the Company’s Ethics, Compliance and Control function and the Company’s report on risk management. At its meetings, the Supervisory Board, together with the Audit Committee, heard the report of the Company’s auditor on the audit work carried out or to be carried out by the auditor. The Supervisory Board was kept informed at its meetings about the decisions adopted by the Board of Directors and other issues affecting the Company.

The Supervisory Board examined the proposals for resolution prepared by the Board of Directors of the Company for the General Meeting of the Company to be held on April 19, 2024, as well as the related submissions, and has formed the following opinion on them:

The Supervisory Board has generally found that the statements prepared by the Board of Directors are in compliance with the applicable legal requirements and give a true and fair view of the Company’s management. The opinion of the Supervisory Board in detail:

On agenda item 1: Considering the report of the Company’s auditor, the Supervisory Board proposes to the General Meeting to adopt the Company’s Individual Annual Report for 2023 for the fiscal year ending on December 31, 2023 under the International Financial Reporting Standards (IFRS) (comprehensive income: HUF 12,514,771 thousand, total assets: HUF 65,131,862 thousand), its Business (Annual) Report, the Report of the Board of Directors and the relevant report of the auditor.

On agenda item 2: Considering the report of the Company’s auditor, the Supervisory Board proposes to the General Meeting to adopt the Company’s Consolidated Annual Report for 2023 for the fiscal year ending on December 31, 2023 under the International Financial Reporting Standards (IFRS) (comprehensive income: HUF 8,303,845 thousand, total assets: HUF 91,977,779 thousand), its Business (Annual) Report, the Report of the Board of Directors and the relevant report of the auditor.

- On agenda item 3: The Supervisory Board proposes to the General Meeting to adopt the Corporate Governance Report on the Company's operation in 2023 prepared by the Board of Directors.
- On agenda item 4: The Supervisory Board proposes to the General Meeting to adopt ALTEO Group's Integrated Report for 2023.
- On agenda item 5: The Supervisory Board proposes to the General Meeting that a dividend of HUF 7,972,589,600 be paid in 2024. The dividend per own share is to be distributed among the shareholders entitled to dividends in proportion to the number of shares they hold.
- On agenda item 6: The Supervisory Board proposes to the General Meeting to grant the discharge to the members of the Company's Board of Directors.
- On agenda item 7: The Supervisory Board proposes to the General Meeting to adopt the proposal of the Board of Directors to change the remuneration of the members of the Board of Directors and the Supervisory Board.
- On agenda item 8: The Supervisory Board, based on the proposal of the Audit Committee, proposes to the General Meeting to appoint Authentic Audit Korlátolt Felelősségű Társaság (registered office: H-1139 Budapest, Teve utca 24-28. B. lház. 8. em. 2., company registration number: 01-09-355573, registration number with the Chamber of Hungarian Auditors: 004322) as the permanent auditor of the Company for the period starting from April 19, 2024 until the date on which the General Meeting's resolution on the report for the fiscal year ending on December 31, 2026 is adopted, but not later than May 31, 2027. The Supervisory Board proposes the appointment of Andrea Zsoldos-Horváth (mother's name: Julianna Terézia Kiss, address: H-2081 Piliscsaba, Juhar fasor 27., registration number with the Chamber of Hungarian Auditors: 005428) as the auditor personally responsible for the Company's audit. The Supervisory Board proposes to set the auditor's fee for the three years on the basis of the annual fee for the base period of 2024 (not including HCSO and company size indexation, which will be included in the contract with the auditor, so the fee will be adjusted accordingly from 2025) in the total amount of HUF 89,700,000 + VAT for the audit of the Company's individual and consolidated financial statements. Furthermore, the Supervisory Board proposes to the General Meeting to authorize the CEO to make a decision on the other conditions of the engagement and to enter into a contract for professional services with the auditor.
- On agenda item 9: Also with a view to the audit by the Company's auditor, the Supervisory Board proposes to the General Meeting to accept the Remuneration Report for 2023 as prepared by the Board of Directors.
- On agenda item 10: The Supervisory Board proposes to the General Meeting to approve the extension of the scope of the Senior Management ESOP Remuneration Policy to include Attila László Chikán, a member of the Board of Directors, and further proposes a consolidated amendment of the Remuneration Policy, including, in particular, the extension thereof to Deputy CEOs Magdolna Tokai and László Hegedűs, as well as the incorporation of the provisions of the new Senior Management Remuneration Policy of the ALTEO Employee Share Ownership Program, adopted on April 27, 2023, as per the proposal.
- On agenda item 11: The Supervisory Board proposes to the General Meeting to acknowledge and approve the Company's transactions involving its own shares.
- On agenda item 12: The Supervisory Board proposes to the General Meeting that, as suggested in the proposal, the Board of Directors be authorized for a period of 18 (eighteen)

months beginning from the date of the General Meeting to adopt a resolution on the acquisition by the Company of the ownership of shares of all types and classes and of any face value, issued by the Company and to enter into and perform such transactions for and on behalf of the Company or to engage a third party to enter into such transactions. The Supervisory Board proposes that the number of shares that can be acquired based on the authorization should be equal to a number of shares with a total face value of no more than twenty-five per cent of the share capital, and the total face value of own shares owned by the Company may not exceed this rate at any time. The own shares can be acquired for or without consideration, on the stock market and through public offering or – unless the possibility is excluded by the law – in over-the-counter trading. In case of the onerous acquisition of own shares, the lowest amount of the consideration payable for a share should be HUF 1 (one Hungarian forint), and the highest amount should be HUF 5,000 (five thousand Hungarian forint). Furthermore, the Supervisory Board proposes to the General Meeting to extend the above authorization also to include share purchases by the Company's subsidiaries so as to enable the Company to authorize the management of any subsidiary of the Company by means of resolutions of the members or shareholders (resolutions adopted by the members' meeting or the General Meeting) to acquire the shares issued by the Company according to a resolution adopted by the Board of Directors under the above authorization.

On agenda item 13:

The Supervisory Board proposes to the General Meeting to authorize the Board of Directors to increase the Company's share capital at its own discretion by a maximum amount of HUF 150,000,000 (authorized share capital), calculated at the face value of the shares issued by the Company, during the five-year period starting on April 19, 2024, in accordance with the proposal, while repealing Resolution No. 13/2019 (IV.26.) of the General Meeting. The Supervisory Board proposes that the authorization cover all cases and means of share capital increase set out in the Civil Code (the share capital may be increased by issuing new ordinary shares and/or any class of preference shares and/or convertible and/or exchangeable bonds, or any combination of these), as well as the restriction or exclusion of the exercise of preferential rights in respect of the subscription or takeover of shares, and the adoption of decisions relating to the share capital increase that are otherwise delegated to the General Meeting by the Civil Code and other laws and by the Company's Articles of Association, including any amendment to the Articles of Association necessitated by the share capital increase. The Supervisory Board proposes that this authorization to increase the share capital may be exercised several times during the above period.

On agenda item 14:

The Supervisory Board proposes to the General Meeting to approve the Rules of Procedure of the Company's Supervisory Board and Audit Committee as amended on August 31, 2023.

On agenda item 15:

The Supervisory Board proposes to the General Meeting to approve the amendment of the Articles of Association of the Company as proposed.

Budapest, March 28, 2024

Yours sincerely,

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Dr. Ákos Székely  
Chairman of the Supervisory Board  
on behalf of the Supervisory Board of ALTEO Nyrt.



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